

Liupakka Decl. Ex. 8

**MH PRIVATE EQUITY FUND, LLC
CAPITAL CALL NOTICE
OCTOBER 1, 2007**

Merchant Capital, LLC
c/o Menard, Inc.
4777 Menard Drive
Eau Claire, WI 54703
ATTN: John R. Menard, Jr.

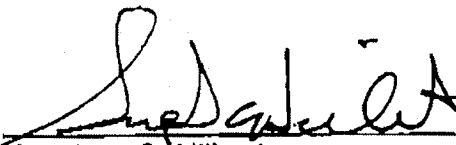
In accordance with Section 5.3 of the Operating Agreement of MH Private Equity Fund, LLC dated August 31, 2005; the Manager hereby calls for Merchant Capital, LLC, the Menard Member of that Fund, to make a capital contribution to the Fund of Two Million Eight Hundred Fifty Thousand Dollars (\$2,850,000). This amount plus \$35,959 excess cash on hand in the Fund will be used by the Fund for management fee applicable to the Management Fee Year beginning August 31, 2007 as shown on the attached calculation.

Wiring instructions for this payment are attached.

Capitalized terms used in this notice are defined in the Operating Agreement of MH Private Equity Fund, LLC dated August 31, 2005.

If there are any questions on this matter, please contact Rollin M. Dick.

MH Private Equity Fund, LLC

By: 
Stephen C. Hilbert
President & CEO

**MANAGEMENT FEE FOR THE MANAGEMENT FEE YEAR BEGINNING AUGUST 31, 2007,
CALCULATED IN ACCORDANCE WITH SECTION 5.6 OF THE OPERATING AGREEMENT**

A. 1% of the following per Section 5.6(b):	
(i) Purchase price paid for all securities held:	
ORBCOMM	\$ 15,000,000
UMG	40,092,500
Sunshine (initial investment)	128,410,000
Sunshine (additional for CalTan)	<u>38,500,000</u>
Total	222,002,500
(ii) Amount committed but not yet invested	
	none
(iii) Maximum additional capital contributions not yet obligated to invest	
	<u>177,997,500</u>
Total	<u>\$ 400,000,000</u>
1% thereof	<u>\$ 4,000,000</u>
Maximum permitted annual fee	<u>\$ 3,000,000</u>
B. Less credit for various fees earned in Management Fee Year 2006-2007 per Section 5.6(c) and (d) (Note 1):	
Quarterly monitoring fee for UMG received September and December 2006 and March and June of 2007	\$ 200,000
Monthly monitoring fee for Sunshine for August 2006 through August 2007 (13 months at \$100,000)	1,300,000
Advisory fee for purchase of CalTan in December 2006	<u>728,082</u>
Total fees earned in Management Fee Year 2006-2007	2,228,082
Less base amount	<u>2,000,000</u>
Excess over base amount	<u>\$ 228,082</u>
50% thereof	<u>\$ 114,041</u>
C. Net fee due for Management Fee Year 2007-2008	<u>\$ 2,885,959</u>

Note 1 - In addition to the fees shown above for Management Fee Year 2006-2007, the following fee income earned in Management Fee Year 2005-2006 was considered in calculation of the fee due for Management Fee Year 2006-2007:

Advisory fee from UMG earned June 2006	\$ 1,000,000
Quarterly monitoring fee from UMG earned June 2006	50,000
Advisory fee from Sunshine earned August 2006	<u>3,125,000</u>
Total fees earned in Management Fee Year 2005-2006	<u>\$ 4,175,000</u>